

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

- QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934
For the quarterly period ended July 28, 2024
OR
 TRANSITION REPORT PURSUANT TO SECTION 13 OR 15 (d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from ___ to ___

Commission file number 001-39063



PHOTRONICS, INC.

(Exact name of registrant as specified in its charter)

Connecticut

(State or other jurisdiction of incorporation or organization)

06-0854886

(IRS Employer Identification No.)

15 Secor Road, Brookfield, Connecticut

(Address of principal executive offices)

06804

(Zip Code)

Registrant's telephone number, including area code

(203) 775-9000

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
COMMON	PLAB	NASDAQ Global Select Market

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter periods that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer

Accelerated Filer

Non-Accelerated Filer

Smaller Reporting Company

Emerging Growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes No

The registrant had 63,353,762 shares of common stock outstanding as of August 29, 2024.

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Glossary of Terms and Acronyms

Definitions of certain terms and acronyms that may appear in this report are provided below.

AMOLED	Active-matrix organic light-emitting diode, a technology used in mobile devices.
ASC	Accounting Standards Codification
ASP	Average Selling Price
ASU	Accounting Standards Update
DNP	Dai Nippon Printing Co., Ltd.
Exchange Act	The Securities Exchange Act of 1934 (as amended)
FASB	Financial Accounting Standards Board
Form 10-K	Annual Report on Form 10-K
Form 10-Q	Quarterly Report on Form 10-Q
FPDs	Flat-panel displays, or “displays”
Generation or “G” numbers	In reference to flat-panel displays, refers to the size range of the underlying substrate to which a photomask is applied. Higher generation (or “G”) numbers represent larger substrates
High-end (photomasks)	For IC, photomasks that are 28nm or smaller; for FPD, photomasks that are AMOLED, G10.5+, and LTPS
ICs	Integrated circuits, or semiconductors
LTPS	Low-Temperature Poly Silicon, a polycrystalline silicon synthesized at relatively low temperatures; polycrystalline silicon in thin-film transistors (TFTs) are used in liquid-crystal display (LCD) flat panels and to drive organic light-emitting diode (OLED) displays
Non-GAAP financial measure	A financial measure that differs from the most directly comparable measure calculated and presented in accordance with U.S. GAAP, such as non-GAAP net income and non-GAAP earnings per share
PDMCX	Xiamen American Japan Photronics Mask Co., Ltd., a joint venture between Photronics and DNP
RMB	Chinese renminbi
ROU (assets)	Right-of-use assets
SEC	Securities and Exchange Commission
Securities Act	The Securities Act of 1933 (as amended)
U.S. GAAP or GAAP	Accounting principles generally accepted in the United States of America
Wafer	A wafer, or silicon wafer, is a thin slice of semiconductor material that, in the fabrication of microelectronics, serves as the substrate for microelectronic devices built in and upon the wafer

Forward-Looking Statements

This Form 10-Q contains forward-looking statements, as defined by the SEC. The Private Securities Litigation Reform Act of 1995 provides a “safe harbor” for forward-looking statements made by us, or on our behalf. Forward-looking statements are statements other than statements of historical fact, including, without limitation, those statements that include such words as “anticipates”, “believes”, “estimates”, “expects”, “will”, “would”, “should”, “continue”, “potential”, “possible”, “intends”, “may”, “plans”, “predicts”, and similar expressions, and, without limitation, may address our future plans, objectives, goals, strategies, events, or performance, as well as underlying assumptions and other statements that are other than statements of historical facts. On occasion, in other documents filed with the SEC, press releases, conferences, or by other means, we may discuss, publish, disseminate, or otherwise make available, forward-looking statements, including statements contained within Part I, Item 2 – “Management’s Discussion & Analysis of Financial Condition and Results of Operations” of this Form 10-Q.

Forward-looking statements involve risks and uncertainties, which could cause actual results or outcomes to differ materially from those expressed. Our expectations, beliefs, and projections are expressed in good faith and are believed by us to have a reasonable basis, including, without limitation, management’s examination of historical operating trends, information contained in our records, and information we’ve obtained from other parties. However, we can offer no assurance that our expectations, beliefs, or projections will be realized, accomplished, or achieved.

Forward-looking statements within this Form 10-Q speak only as of the date of its filing, and except as may be required by law, we undertake no obligation to update or revise any such statements, whether as a result of new information, to reflect changes in events or circumstances that may subsequently occur or otherwise. Users of this Form 10-Q are cautioned that various factors may cause actual results to differ materially from those contained in any forward-looking statements found within this Form 10-Q and that they should not place undue reliance on any forward-looking statement. In addition, all forward-looking statements, whether written or oral and whether made by us or on our behalf, are expressly qualified by the risk factors provided in Part I, Item 1A “Risk Factors” of our Form 10-K for the fiscal year ended October 31, 2023, as well as any additional risk factors we may provide in Part II, Item 1A of our Quarterly Reports on Form 10-Q.

PART I. FINANCIAL INFORMATION**Item 1. CONDENSED CONSOLIDATED FINANCIAL STATEMENTS**

PHOTRONICS, INC.
Condensed Consolidated Balance Sheets
(in thousands, except per share amounts)
(unaudited)

	<u>July 28, 2024</u>	<u>October 31, 2023</u>
ASSETS		
Current assets:		
Cash and cash equivalents	\$ 537,331	\$ 499,292
Short-term investments	69,046	12,915
Accounts receivable, net of allowance of \$1,196 in 2024 and \$1,099 in 2023	199,926	194,927
Inventories	55,472	49,963
Other current assets	30,865	28,353
Total current assets	<u>892,640</u>	<u>785,450</u>
Property, plant and equipment, net	722,638	709,244
Deferred income taxes	20,242	21,297
Other assets	9,581	10,230
Total assets	<u>\$ 1,645,101</u>	<u>\$ 1,526,221</u>
LIABILITIES AND EQUITY		
Current liabilities:		
Current portion of long-term debt	\$ 20,090	\$ 6,621
Accounts payable	89,013	84,024
Accrued liabilities	82,023	94,578
Total current liabilities	<u>191,126</u>	<u>185,223</u>
Long-term debt	28	17,998
Other liabilities	40,518	47,391
Total liabilities	<u>231,672</u>	<u>250,612</u>
Commitments and contingencies (Note 12)		
Equity:		
Preferred stock, \$0.01 par value, 2,000 shares authorized, none issued and outstanding	-	-
Common stock, \$0.01 par value, 150,000 shares authorized, 61,839 shares issued and outstanding as of July 28, 2024, and 61,310 shares issued and outstanding as of October 31, 2023	618	613
Additional paid-in capital	509,918	502,010
Retained earnings	657,938	561,119
Accumulated other comprehensive loss	(100,480)	(88,734)
Total Photronics, Inc. shareholders' equity	<u>1,067,994</u>	<u>975,008</u>
Noncontrolling interests	345,435	300,601
Total equity	<u>1,413,429</u>	<u>1,275,609</u>
Total liabilities and equity	<u>\$ 1,645,101</u>	<u>\$ 1,526,221</u>

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC.
Condensed Consolidated Statements of Income
(in thousands, except per share amounts)
(unaudited)

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Revenue	\$ 210,984	\$ 224,206	\$ 644,318	\$ 664,603
Cost of goods sold	135,846	137,405	410,674	413,323
Gross profit	75,138	86,801	233,644	251,280
Operating expenses:				
Selling, general, and administrative	19,436	18,032	56,753	52,728
Research and development	3,555	3,505	11,291	10,287
Total operating expenses	22,991	21,537	68,044	63,015
Other operating income, net	1	-	90	-
Operating income	52,148	65,264	165,690	188,265
Other income (expense):				
Foreign currency transactions impact, net	4,068	(4,543)	9,926	(10,769)
Interest income and other income, net	6,135	3,758	17,263	9,329
Interest expense	(58)	(126)	(258)	(324)
Income before income tax provision	62,293	64,353	192,621	186,501
Income tax provision	14,124	16,098	48,998	50,023
Net income	48,169	48,255	143,623	136,478
Net income attributable to noncontrolling interests	13,781	21,296	46,804	55,604
Net income attributable to Photronics, Inc. shareholders	\$ 34,388	\$ 26,959	\$ 96,819	\$ 80,874
Earnings per share:				
Basic	\$ 0.56	\$ 0.44	\$ 1.57	\$ 1.32
Diluted	\$ 0.55	\$ 0.44	\$ 1.55	\$ 1.31
Weighted-average number of common shares outstanding:				
Basic	61,815	61,233	61,681	61,089
Diluted	62,414	61,974	62,369	61,650

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC.
Condensed Consolidated Statements of Comprehensive Income
(in thousands)
(unaudited)

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Net income	\$ 48,169	\$ 48,255	\$ 143,623	\$ 136,478
Other comprehensive (loss) income, net of tax of \$0:				
Foreign currency translation adjustments	(6,114)	(3,639)	(13,819)	47,068
Other	48	80	103	91
Net other comprehensive (loss) income	(6,066)	(3,559)	(13,716)	47,159
Comprehensive income	42,103	44,696	129,907	183,637
Less: comprehensive income attributable to noncontrolling interests	12,263	14,027	44,834	60,102
Comprehensive income attributable to Photronics, Inc. shareholders	<u>\$ 29,840</u>	<u>\$ 30,669</u>	<u>\$ 85,073</u>	<u>\$ 123,535</u>

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC.
Condensed Consolidated Statements of Equity
(in thousands)
(unaudited)

Three Months Ended July 28, 2024

Photronics, Inc. Shareholders									
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total Equity		
	Shares	Amount							
Balance as of April 28, 2024	61,799	\$ 618	\$ 506,621	\$ 623,550	\$ (95,932)	\$ 333,172	\$ 1,368,029		
Net income	-	-	-	34,388	-	13,781	48,169		
Other comprehensive loss	-	-	-	-	(4,548)	(1,518)	(6,066)		
Shares issued under equity plans	40	-	(45)	-	-	-	(45)		
Share-based compensation expense	-	-	3,342	-	-	-	3,342		
Balance as of July 28, 2024	61,839	\$ 618	\$ 509,918	\$ 657,938	\$ (100,480)	\$ 345,435	\$ 1,413,429		

Three Months Ended July 30, 2023

Photronics, Inc. Shareholders									
	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non- controlling Interests	Total Equity		
	Shares	Amount							
Balance as of April 30, 2023	61,185	\$ 612	\$ 497,391	\$ 489,549	\$ (59,505)	\$ 276,637	\$ 1,204,684		
Net income	-	-	-	26,959	-	21,296	48,255		
Other comprehensive income (loss)	-	-	-	-	3,710	(7,269)	(3,559)		
Shares issued under equity plans	99	1	452	-	-	-	453		
Share-based compensation expense	-	-	2,043	-	-	-	2,043		
Balance as of July 30, 2023	61,284	\$ 613	\$ 499,886	\$ 516,508	\$ (55,795)	\$ 290,664	\$ 1,251,876		

Nine Months Ended July 28, 2024

Photronics, Inc. Shareholders

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Loss	Non- controlling Interests	Total Equity
	Shares	Amount					
Balance as of October 31, 2023	61,310	\$ 613	\$ 502,010	\$ 561,119	\$ (88,734)	\$ 300,601	\$ 1,275,609
Net income	-	-	-	96,819	-	46,804	143,623
Other comprehensive loss	-	-	-	-	(11,746)	(1,970)	(13,716)
Shares issued under equity plans	529	5	(1,933)	-	-	-	(1,928)
Share-based compensation expense	-	-	9,841	-	-	-	9,841
Balance as of July 28, 2024	61,839	\$ 618	\$ 509,918	\$ 657,938	\$ (100,480)	\$ 345,435	\$ 1,413,429

Nine Months Ended July 30, 2023

Photronics, Inc. Shareholders

	Common Stock		Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive (Loss) Income	Non- controlling Interests	Total Equity
	Shares	Amount					
Balance as of October 31, 2022	60,791	\$ 608	\$ 493,741	\$ 435,634	\$ (98,456)	\$ 230,562	\$ 1,062,089
Net income	-	-	-	80,874	-	55,604	136,478
Other comprehensive income	-	-	-	-	42,661	4,498	47,159
Shares issued under equity plans	493	5	271	-	-	-	276
Share-based compensation expense	-	-	5,874	-	-	-	5,874
Balance as of July 30, 2023	61,284	\$ 613	\$ 499,886	\$ 516,508	\$ (55,795)	\$ 290,664	\$ 1,251,876

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC.
Condensed Consolidated Statements of Cash Flows
(in thousands)
(unaudited)

	Nine Months Ended	
	July 28 2024	July 30, 2023
Cash flows from operating activities:		
Net income	\$ 143,623	\$ 136,478
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	61,613	59,523
Share-based compensation	9,841	5,874
Changes in assets and liabilities:		
Accounts receivable	(5,181)	(1,482)
Inventories	(5,788)	(2,693)
Other current assets	(2,778)	4,053
Accounts payable, accrued liabilities, and other	(8,256)	(6,197)
Net cash provided by operating activities	193,074	195,556
Cash flows from investing activities:		
Purchases of property, plant and equipment	(87,733)	(78,813)
Purchases of short-term investments	(100,558)	(9,837)
Proceeds from maturities of short-term investments	44,696	22,500
Government incentives	1,541	2,033
Other	(4)	(116)
Net cash used in investing activities	(142,058)	(64,233)
Cash flows from financing activities:		
Repayments of debt	(4,500)	(16,351)
Proceeds from share-based arrangements	1,074	1,241
Net settlements of restricted stock awards	(3,002)	(1,292)
Net cash used in financing activities	(6,428)	(16,402)
Effects of exchange rate changes on cash, cash equivalents, and restricted cash	(6,454)	13,813
Net increase in cash, cash equivalents, and restricted cash	38,134	128,734
Cash, cash equivalents, and restricted cash at beginning of period	501,867	322,409
Cash, cash equivalents, and restricted cash at end of period	540,001	451,143
Less: Ending restricted cash	2,670	2,664
Cash and cash equivalents at end of period	\$ 537,331	\$ 448,479
Supplemental disclosure of non-cash information:		
Accruals for property, plant and equipment purchased during the period	\$ 9,163	\$ 22,578

See accompanying notes to condensed consolidated financial statements.

PHOTRONICS, INC.
Notes to Condensed Consolidated Financial Statements
(unaudited)
(in thousands, except share amounts and per share data)

NOTE 1 - BASIS OF FINANCIAL STATEMENT PRESENTATION

Photronics, Inc. (“Photronics”, “the Company”, “we”, “our”, or “us”) is one of the world’s leading manufacturers of photomasks, which are high-precision photographic quartz or glass plates containing microscopic images of electronic circuits. Photomasks are a key element in the manufacture of ICs and FPDs and are used as masters to transfer circuit patterns onto semiconductor wafers and FPD substrates during the fabrication of ICs, a variety of FPDs and, to a lesser extent, other types of electrical and optical components. We operate eleven manufacturing facilities, which are located in Taiwan (3), Korea (1), China (2), the United States (3), and Europe (2).

The accompanying unaudited condensed consolidated financial statements (“the financial statements”) have been prepared in accordance with U.S. GAAP for interim financial information, and with the instructions to Form 10-Q and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by U.S. GAAP for annual financial statements. In the opinion of management, adjustments, all of which are of a normal recurring nature, considered necessary for a fair presentation have been included. The financial statements include the accounts of Photronics, its wholly owned subsidiaries, and the majority-owned subsidiaries, which it controls. All significant intercompany balances and transactions have been eliminated in consolidation. These financial statements should be read in conjunction with the consolidated financial statements and accompanying notes included in our Form 10-K for the fiscal year ended October 31, 2023, where we discuss and provide additional information about our accounting policies and the methods and assumptions used in our estimates.

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates and assumptions that affect amounts reported in them. Our estimates are based on historical experience and on various assumptions that we believe to be reasonable under the facts and circumstances at the time they are made. Subsequent actual results may differ from such estimates. We review these estimates periodically and reflect any effects of revisions in the period in which they are determined.

Our business is typically impacted during the first quarter of our fiscal year by the North American, European, and Asian holiday periods, as some customers reduce their development and buying activities during this period. Operating results for the interim periods are not necessarily indicative of the results that may be expected for the fiscal year ending October 31, 2024.

NOTE 2 - ACCOUNT RECEIVABLES

The components of *Accounts Receivable* at the balance sheet dates are presented below.

	July 28, 2024	October 31, 2023
Accounts Receivable	\$ 173,731	\$ 171,433
Unbilled Receivable	27,391	24,593
Allowance for Credit Losses	(1,196)	(1,099)
	<u>\$ 199,926</u>	<u>\$ 194,927</u>

NOTE 3 - INVESTMENTS

The Company invests in various bank time deposits and U.S. Government Securities. Our classification of investments is as follows:

- Maturing within three months or less from the date of purchase Cash and cash equivalents
- Maturing, as of the date of purchase, more than three months, but with remaining maturities of less than one year, from the balance sheet date Short-term investments
- Maturing one year or more from the balance sheet date Long-term marketable investments

As of July 28, 2024, all of our investments from their dates of purchase, had remaining maturities of more than three months, but less than one year, and have been classified as short-term investments. The accounting framework for determining fair value includes a hierarchy for ranking the quality and reliability of the information used to measure fair value, which enables the reader of the financial statements to assess the inputs used to develop those measurements. The fair value hierarchy consists of three tiers as follows:

Level 1 - These are investments where values are based on unadjusted quoted prices for identical assets in an active market the Company has the ability to access.

Level 2 - These are investments where values are based on quoted market prices that are not active or model derived valuations in which all significant inputs are observable in active markets.

Level 3 - These are investments where values are derived from techniques in which one or more significant inputs are unobservable.

The following are the major categories of assets measured at fair value on a recurring basis using quoted prices in active markets for identical assets (Level 1), significant other observable inputs (Level 2) and significant unobservable inputs (Level 3):

	July 28, 2024				October 31, 2023			
	Level 1	Level 2	Level 3	Total	Level 1	Level 2	Level 3	Total
U.S. Government Securities	\$ 4,155	\$ -	\$ -	\$ 4,155	\$ 12,915	\$ -	\$ -	\$ 12,915
Time deposits	\$ -	\$ 64,891	\$ -	\$ 64,891	\$ -	\$ -	\$ -	\$ -
Total	\$ 4,155	\$ 64,891	\$ -	\$ 69,046	\$ 12,915	\$ -	\$ -	\$ 12,915

Based upon the Company's intent and ability to hold its time deposits to maturity (which maturities range up to twelve months at purchase), such securities have been classified as held-to-maturity and are carried at amortized cost, which approximates market value. The Company's U.S. Government Securities are classified as available-for-sale. Available-for-sale investments are reported at fair value, with unrealized gains or losses (net of tax) reported in Accumulated other comprehensive income. In the event of a sale of these securities, we would determine the cost of the investment sold at the specific individual security level and would include any gain or loss in *Interest income and other income, net*, where we also report periodic interest earned and the amortization (accretion) of discounts (premiums) related to these investments.

The table below provides information on our available-for-sale debt securities and time deposits classified as short-term investments.

	July 28, 2024				October 31, 2023			
	Amortized Cost	Unrealized Gains	Unrealized Losses	Carrying Value	Amortized Cost	Unrealized Gains	Unrealized Losses	Carrying Value
U.S. Government Securities	\$ 4,135	\$ 20	\$ -	\$ 4,155	\$ 12,913	\$ 4	\$ (2)	\$ 12,915
Time deposits	64,891	-	-	64,891	-	-	-	-
Total	\$ 69,026	\$ 20	\$ -	\$ 69,046	\$ 12,913	\$ 4	\$ (2)	\$ 12,915

The Company's investments in marketable securities consist primarily of investments in time deposits and U.S. Government Securities. Market values were determined for each individual security in the investment portfolio. When evaluating the investments for other-than-temporary impairment, the Company reviews factors such as length of time and extent to which fair value has been below cost basis, the financial condition of the issuer, and the Company's ability and intent to hold the investment for a period of time, which may be sufficient for anticipated recovery in market values.

NOTE 4 - INVENTORIES

Inventories are stated at the lower of cost, determined under the first-in, first-out ("FIFO") method, or net realizable value. Presented below are the components of *Inventories* at the balance sheet dates.

	July 28, 2024	October 31, 2023
Raw materials	\$ 54,658	\$ 48,948
Work in process	814	1,010
Finished goods	-	5
	\$ 55,472	\$ 49,963

NOTE 5 - PROPERTY, PLANT, AND EQUIPMENT, NET

Presented below are the components of *Property, plant, and equipment, net* at the balance sheet dates.

	July 28, 2024	October 31, 2023
Land	\$ 11,346	\$ 11,378
Buildings and improvements	187,129	185,850
Machinery and equipment	1,971,632	1,922,041
Leasehold improvements	18,781	18,894
Furniture, fixtures, and office equipment	16,926	15,856
Construction in progress	61,360	55,434
	<u>2,267,174</u>	<u>2,209,453</u>
Accumulated depreciation and amortization	(1,544,536)	(1,500,209)
	<u>\$ 722,638</u>	<u>\$ 709,244</u>

Information on ROU assets resulting from finance leases, at the balance sheet dates, is presented below.

	July 28, 2024	October 31, 2023
Machinery and equipment	\$ 42,815	\$ 42,820
Accumulated amortization	(9,777)	(7,655)
	<u>\$ 33,038</u>	<u>\$ 35,165</u>

The following table presents depreciation expense (including the amortization of ROU assets) related to property, plant, and equipment incurred during the reporting periods.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Depreciation Expense	<u>\$ 20,036</u>	<u>\$ 20,346</u>	<u>\$ 61,332</u>	<u>\$ 59,255</u>

NOTE 6 - PDMCX JOINT VENTURE

In January 2018, Photronics, Inc., through its wholly owned Singapore subsidiary (hereinafter, within this Note “we”, “Photronics”, “us”, or “our”), and DNP, through its wholly owned subsidiary “DNP Asia Pacific PTE, Ltd.”, entered into a joint venture under which DNP obtained a 49.99% interest in our IC business in Xiamen, China. The joint venture, which we refer to as “PDMCX”, was established to develop and manufacture photomasks for semiconductors. We entered into this joint venture to enable us to compete more effectively for the merchant photomask business in China, and to benefit from the additional resources and investment that DNP provides to help further enable us to offer advanced-process technology to our customers.

In 2020, in combination with local financing obtained by PDMCX, Photronics and DNP fulfilled their investment obligations under the PDMCX operating agreement (“the Agreement”). As discussed in Note 7, liens were granted to the local financing entity on property, plant, and equipment and were paid off during fiscal year 2023 and there was no remaining debt at October 31, 2023.

Under the Agreement, should either Photronics’ or DNP’s ownership interest fall below 20.0% for a period of more than six consecutive months, such party (an “exiting party”) has the option to sell to the other party, and the other party has the option to purchase from such exiting party, the exiting party’s remaining ownership interest. In either case, the sales of ownership interests would be at the exiting party’s ownership percentage of the joint venture’s net book value, with closing to take place within three business days of obtaining required approvals and clearance.

The following table presents net income we recorded from the operations of PDMCX during the reporting periods.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Net income from PDMCX	\$ 4,369	\$ 7,130	\$ 16,296	\$ 19,700

As required by the guidance in Topic 810 - “Consolidation” of the Accounting Standards Codification (“ASC”), we evaluated our involvement in PDMCX for the purpose of determining whether we should consolidate its results in our financial statements. The initial step of our evaluation was to determine whether PDMCX was a variable interest entity (“VIE”). Due to its lack of sufficient equity at risk to finance its activities without additional subordinated financial support, we determined that it was a VIE. Having made this determination, we then assessed whether we were the primary beneficiary of the VIE and concluded that we were the primary beneficiary during the current and prior year reporting periods; thus, as required, the PDMCX financial results have been consolidated with Photronics. Our conclusion was based on the facts that we held a controlling financial interest in PDMCX (which resulted from our having the power to direct the activities that most significantly impacted its economic performance) and had the obligation to absorb losses and the right to receive benefits that could potentially be significant to PDMCX. Our conclusions that we had the power to direct the activities that most significantly affected the economic performance of PDMCX during the current and prior year reporting periods were based on our right to appoint the majority of its board of directors, which has, among others, the powers to manage the business (through its rights to appoint and evaluate PDMCX’s management), incur indebtedness, enter into agreements and commitments, and acquire and dispose of PDMCX’s assets. In addition, as a result of the 50.01% variable interest we held during the current and prior year periods, we had the obligation to absorb losses, and the right to receive benefits, that could potentially be significant to PDMCX.

The following table presents the carrying amounts of PDMCX assets and liabilities included in our condensed consolidated balance sheets. General creditors of PDMCX do not have recourse to the assets of Photronics (other than the net assets of PDMCX); therefore, our maximum exposure to loss from PDMCX is our interest in the carrying amount of the net assets of the joint venture.

Classification	July 28, 2024		October 31, 2023	
	Carrying Amount	Photronics Interest	Carrying Amount	Photronics Interest
Current assets	\$ 164,333	\$ 82,183	\$ 135,960	\$ 67,994
Noncurrent assets	144,873	72,451	136,334	68,181
Total assets	<u>309,206</u>	<u>154,634</u>	<u>272,294</u>	<u>136,175</u>
Current liabilities	38,674	19,341	36,305	18,156
Noncurrent liabilities	1,895	948	1,873	937
Total liabilities	<u>40,569</u>	<u>20,289</u>	<u>38,178</u>	<u>19,093</u>
Net assets	<u>\$ 268,637</u>	<u>\$ 134,345</u>	<u>\$ 234,116</u>	<u>\$ 117,082</u>

NOTE 7 - DEBT

As of July 28, 2024, the Current portion of long-term debt and the long-term debt balances were comprised of finance leases as described below:

As of July 28, 2024	Finance Leases
Principal due:	
Next 12 months	\$ 20,090
Months 13 – 24	\$ 12
Months 25 – 36	12
Months 37 – 48	4
Months 49 – 60	-
Long-term debt	<u>28</u>
Total debt	<u>\$ 20,118</u>
Interest rate at balance sheet date	N/A
Basis spread on interest rates	N/A
Interest rate reset	N/A
Maturity date	N/A
Periodic payment amount	Varies as Lease matures
Periodic payment frequency	Monthly
Loan collateral (carrying amount)	\$ 33,038 ⁽¹⁾

(1) Represents the carrying amount at the balance sheet date of the related ROU assets, in which the lessors have secured interests.

The table below provides information on our long-term debt as of October 31, 2023.

As of October 31, 2023	Finance Leases
Principal due:	
Next 12 months	\$ 6,621
Months 13 – 24	\$ 17,972
Months 25 – 36	12
Months 37 – 48	13
Months 49 – 60	1
Long-term debt	<u>17,998</u>
Total debt	<u>\$ 24,619</u>
Interest rate at balance sheet date	N/A
Basis spread on interest rates	N/A
Interest rate reset	N/A
Maturity date	N/A
Periodic payment amount	Varies as Lease matures
Periodic payment frequency	Monthly
Loan collateral (carrying amount)	\$ 35,165 ⁽¹⁾

(1) Represents the carrying amount at the balance sheet date of the related ROU assets, in which the lessors have secured interests.

Finance Leases

In February 2021, we entered into a five-year \$7.2 million finance lease for a high-end inspection tool. Monthly payments on the lease, which commenced in February 2021, are \$0.1 million per month. Upon the payment of the fiftieth monthly payment and prior to payment of the fifty-first monthly payment, we may exercise an early buyout option to purchase the tool for \$2.4 million. At our option, after the original term or any renewal periods, we may return the tool, elect to extend the lease, or purchase the tool at its fair market value. Since we are reasonably certain that we will exercise the early buyout option, our lease liability reflects such exercise, and we have classified the lease as a finance lease. The interest rate implicit in the lease is 1.08%. Management has determined that the Company will exercise its early buyout option during the first half of 2025 in order to take advantage of the favorable early buyout price.

In December 2020, we entered into a five-year \$35.5 million finance lease for a high-end lithography tool. Monthly payments on the lease, which commenced in January 2021, increased from \$0.04 million during the first three months to \$0.6 million for the following nine months, followed by forty-eight monthly payments of \$0.5 million. The lease agreement contains covenants around minimum interest coverage ratio, total leverage ratio, and minimum unrestricted cash balance, and limits the amount of cash dividends, distributions, and redemptions we can pay on our common stock to an aggregate annual amount of \$50 million and includes a cross-default provision for any agreement or instrument with an outstanding, committed balance greater than \$5.0 million in which we are the indebted party. As of the due date of the forty-eighth monthly payment, we may exercise an early buyout option to purchase the tool for \$14.1 million. At our option, after the original term, we may return the tool, elect to extend the lease term for a period and a lease payment to be agreed with lessor at the time, or purchase the tool for its then-fair market value, as determined by the lessor. Since we are reasonably certain that we will exercise the early buyout option, our lease liability reflects such exercise, and we have classified the lease as a finance lease. The interest rate implicit in the lease is 1.58%. The Company notified the lender in June 2024 that it will exercise the early buyout option in the first half of 2025 in order to take advantage of the favorable early buyout price.

Xiamen Working Capital Loans

In November 2018, PDMCX obtained approval for revolving, unsecured credit in an aggregate principal amount equivalent to \$25.0 million, pursuant to which PDMCX may enter into separate loan agreements with varying terms to maturity. In December 2022, we repaid our entire outstanding balance of RMB 25.6 million (\$3.6 million). The interest rates are variable, based on the RMB Loan Prime Rate of the National Interbank Funding Center. Interest incurred on the loans related to the amount borrowed was eligible for reimbursement through incentives provided by the Xiamen Torch Hi-Tech Industrial Development Zone, which provided for such reimbursements up to a prescribed limit and duration. This facility is subject to annual reviews and extensions. As of July 28, 2024, PDMCX had no outstanding borrowings against the approval.

In August 2024, the Company was issued an extension to the revolving, unsecured credit agreement for RMB 200,000,000 (approximately \$27.6 million) with an expiration date of July 31, 2025. As of the date of this report, there were no draw downs on this extension.

NOTE 8 - REVENUE

We recognize revenue when, or as, control of a good or service transfers to a customer, in an amount that reflects the consideration to which we expect to be entitled in exchange for transferring those goods or services. We account for an arrangement as a revenue contract when each party has approved and is committed to perform under the contract, the rights of the contracting parties regarding the goods or services to be transferred and the payment terms are identifiable, the arrangement has commercial substance, and collection of consideration is probable. Substantially all of our revenue comes from the sales of photomasks. We typically contract with our customers to sell sets of photomasks, which are comprised of multiple layers, the predominance of which we invoice as they ship to customers. As the photomasks are manufactured to customer specifications, they have no alternative use to us and, as our contracts generally provide us with the right to payment for work completed to date, we recognize revenue as we perform, or “over time”, on most of our contracts. We measure our performance to date using an input method, which is based on our estimated costs to complete the various manufacturing phases of a photomask. At the end of a reporting period, there are a number of uncompleted revenue contracts on which we have performed; for any such contracts under which we are entitled to be compensated for our costs incurred plus a reasonable profit, we recognize revenue and a corresponding contract asset for such performance. We account for shipping and handling activities that we perform after a customer obtains control of a good as being activities to fulfill our promise to transfer the good to the customer, rather than as promised services, or performance obligations, under the contract. We report our revenue net of any sales or similar taxes we collect on behalf of government entities.

As stated above, photomasks are manufactured to customer specifications in accordance with their proprietary designs; thus, they are individually unique. Due to their uniqueness and other factors, their transaction prices are individually established through negotiations with customers; consequently, our photomasks do not have standard or “list” prices. The transaction prices of the vast majority of our revenue contracts include only fixed amounts of consideration. In certain instances, such as when we offer a customer an early payment discount, an estimate of variable consideration would be included in the transaction price, but only to the extent that a significant reversal of revenue would not occur when the uncertainty related to the variability was resolved.

Contract Assets, Contract Liabilities, and Accounts Receivable

We recognize a contract asset when our performance under a contract precedes our receipt of consideration from a customer, or before payment is due, and our receipt of consideration is conditional upon factors other than the passage of time. Contract assets reflect our transfer of control of photomasks that are in process or completed but not yet shipped to customers. A receivable is recognized when we have an unconditional right to payment for our performance, which generally occurs when we ship the photomasks. Our contract assets primarily consist of a significant amount of our in-process production orders and fully manufactured photomasks which have not yet shipped, for which we have an enforceable right to collect consideration (including a reasonable profit) in the event the in-process orders are cancelled by customers. On an individual contract basis, we net contract assets with contract liabilities (deferred revenue) for financial reporting purposes. We did not identify impairment indicators for any outstanding contract assets during the three or nine-month periods ended July 28, 2024 or July 30, 2023.

The following table provides information about our contract balances at the balance sheet dates.

Classification	July 28, 2024	October 31, 2023
Contract Assets		
<i>Other current assets</i>	\$ 12,292	\$ 10,984
Contract Liabilities		
<i>Accrued liabilities</i>	\$ 13,660	\$ 9,965
<i>Other liabilities</i>	9,973	12,454
	<u>\$ 23,633</u>	<u>\$ 22,419</u>

The Company did not recognize any revenue from performance obligations satisfied in the previous periods. The following table presents revenue recognized from contract liabilities that existed at the beginning of the reporting periods.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Revenue recognized from beginning liability	\$ 7,057	\$ 10,755	\$ 11,072	\$ 10,524

We generally record our accounts receivable at their billed amounts. All outstanding past due customer invoices are reviewed for collectability during, and at the end of, every reporting period. To the extent we believe a loss on the collection of a customer invoice is probable, we record the loss and credit an allowance for credit losses. In the event that an amount is determined to be uncollectible, we charge the allowance for credit losses and derecognize the related receivable. We recorded \$0.1 million related credit losses on our accounts receivable during each the three and nine-month periods ended July 28, 2024, and July 30, 2023.

Our invoice terms generally range from net-thirty to ninety days, depending on both the geographic market in which the transaction occurs and our payment agreements with specific customers. In the event that our evaluation of a customer's business prospects, and financial condition indicate that the customer presents a collectability risk, we modify terms of sale, which may require payment in advance of performance. At the time of adoption, we elected the practical expedient allowed under ASC Topic 606 "Revenue from Contracts with Customers" ("Topic 606") that permits us not to adjust a contract's promised amount of consideration to reflect a financing component when the period between when we transfer control of goods or services to customers and when we are paid is one year or less.

In instances when we are paid in advance of our performance, we record a contract liability and, as allowed under the practical expedient in Topic 606, recognize interest expense only if the period between when we receive payment from the customer and the date when we expect to be entitled to the payment is greater than one year. Historically, advance payments we have received from customers have generally not preceded the completion of our performance obligations by more than one year.

Disaggregation of Revenue

The following tables present our revenue for the three and nine-month periods ended July 28, 2024, and July 30, 2023, disaggregated by product type, geographic origin, and timing of recognition.

Revenue by Product Type	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
IC				
High-end	\$ 49,499	\$ 45,324	\$ 168,417	\$ 137,247
Mainstream	106,385	117,816	305,984	349,536
Total IC	\$ 155,884	\$ 163,140	\$ 474,401	\$ 486,783
FPD				
High-end	\$ 48,394	\$ 49,981	\$ 146,987	\$ 147,560
Mainstream	6,706	11,085	22,930	30,260
Total FPD	\$ 55,100	\$ 61,066	\$ 169,917	\$ 177,820
	\$ 210,984	\$ 224,206	\$ 644,318	\$ 664,603

Revenue by Geographic Origin*	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Taiwan	\$ 68,182	\$ 81,594	\$ 218,557	\$ 237,610
China	55,301	62,042	172,131	186,191
Korea	38,412	40,833	118,033	120,037
United States	38,833	29,696	104,880	92,073
Europe	9,759	9,535	29,390	27,257
Other	497	506	1,327	1,435
	\$ 210,984	\$ 224,206	\$ 644,318	\$ 664,603

* This table disaggregates revenue by the location in which it was earned.

Revenue by Timing of Recognition	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Over time	\$ 202,177	\$ 214,647	\$ 616,893	\$ 627,188
At a point in time	8,807	9,559	27,425	37,415
	\$ 210,984	\$ 224,206	\$ 644,318	\$ 664,603

Contract Costs

We pay commissions to third-party sales agents for certain sales they procure on our behalf. However, the bases of the commissions are the transaction prices of the sales, which are completed in less than one year; thus, no relationship is established with a customer that will result in future business. Therefore, we do not recognize any portion of these sales commissions as costs of obtaining a contract, nor do we currently foresee other circumstances under which we would recognize contract obtainment costs as assets.

Remaining Performance Obligations

As we are typically required to fulfill customer orders within a short period of time, our backlog of orders has historically been two to three weeks for FPD photomasks and one to two weeks for IC photomasks. However, the demand for some IC photomasks has expanded beyond the industry's capacity to supply them within the traditional time period; thus, the backlog, in some cases, can expand to as long as two to three months. More recently however, backlogs for most high demand products have returned to historical levels of less than a month. As allowed under Topic 606, we have elected not to disclose our remaining performance obligations, which represent the costs associated with the completion of the manufacturing process of in-process photomasks related to contracts that have an original duration of one year or less.

Product Warranties

Our photomasks are sold under warranties that generally range from one to twenty-four months. We warrant that our photomasks conform to customer specifications and will typically repair, replace, or issue a refund for any photomasks that fail to do so. The warranties do not represent separate performance obligations in our revenue contracts. Historically, customer claims under warranties have been immaterial.

NOTE 9 - SHARE-BASED COMPENSATION

In March 2016, shareholders approved our current equity incentive compensation plan (the "Plan"), under which incentive stock options, non-qualified stock options, stock grants, stock-based awards, restricted stock, restricted stock units, stock appreciation rights, performance units, performance stock, and other stock or cash awards may be granted. Shares to be issued under the Plan may be authorized and unissued shares, issued shares that have been reacquired by us (in the open market or in private transactions), or a combination thereof. The maximum number of shares of common stock approved that may be issued under the Plan was four million shares. On March 16, 2023, at its annual meeting of shareholders, the shareholders of Photronics, Inc., approved amendments to the Plan to increase the number of shares available for issuance by an additional one million shares, thereby increasing the shares available for issuance under the Plan from four million to five million. Awards may be granted to officers, employees, directors, consultants, advisors, and independent contractors of Photronics or its subsidiaries. In the event of a change in control (as defined in the Plan), the vesting of awards may be accelerated. The Plan prohibits further awards from being issued under prior plans. The table below presents information on our share-based compensation expenses for the three and nine-month periods ended July 28, 2024 and July 30, 2023.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Expense reported in:				
<i>Cost of goods sold</i>	\$ 683	\$ 322	\$ 1,946	\$ 892
<i>Selling, general, and administrative</i>	2,388	1,499	7,126	4,407
<i>Research and development</i>	271	222	769	575
Total expense incurred	<u>\$ 3,342</u>	<u>\$ 2,043</u>	<u>\$ 9,841</u>	<u>\$ 5,874</u>
Expense by award type:				
Restricted stock awards	\$ 3,342	\$ 2,043	\$ 9,841	\$ 5,782
Stock options	-	-	-	1
Employee stock purchase plan	-	-	-	91
Total expense incurred	<u>\$ 3,342</u>	<u>\$ 2,043</u>	<u>\$ 9,841</u>	<u>\$ 5,874</u>
Income tax benefits of share-based compensation	\$ 323	\$ 152	\$ 745	\$ 513

Restricted Stock Awards

We periodically grant restricted stock awards, the restrictions on which typically lapse over a service period of one to four years. The fair value of the awards is determined on the date of grant, based on the closing price of our common stock. The table below presents information on our restricted stock awards for the three and nine-month periods ended July 28, 2024 and July 30, 2023.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Number of shares granted in period	-	-	825,050	786,500
Weighted-average grant-date fair value of awards (in dollars per share)	\$ -	\$ -	\$ 29.77	\$ 16.77
Compensation cost not yet recognized	\$ 25,750	\$ 14,511	\$ 25,750	\$ 14,511
Weighted-average amortization period for cost not yet recognized (in years)	2.9	2.9	2.9	2.9
Shares outstanding at balance sheet date	1,513,827	1,267,247	1,513,827	1,267,247

Stock Options

Option awards generally vest in one to four years and have a ten-year contractual term. All incentive and non-qualified stock option grants must have an exercise price no less than the market value of the underlying common stock on the date of grant. The grant-date fair values of options are based on closing prices of our common stock on the dates of grant and are calculated using the Black-Scholes option pricing model. Expected volatility is based on the historical volatility of our common stock. We use historical option exercise behavior and employee termination data to estimate expected term, which represents the period of time that options are expected to remain outstanding. The risk-free rate of return for the estimated term of an option is based on the U.S. Treasury yield curve in effect at the date of grant. The table below presents information on our stock options for three and nine-month periods ended July 28, 2024 and July 30, 2023.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Number of options granted in period	-	-	-	-
Cash received from option exercised	\$ 20	\$ 512	\$ 1,074	\$ 1,094
Compensation cost not yet recognized	\$ -	\$ -	\$ -	\$ -
Weighted-average amortization period for cost not yet recognized (in years)	-	-	-	-

Information respecting outstanding and exercisable option awards as of July 28, 2024, is presented below.

Options	Shares	Weighted Average Exercise Price	Weighted Average Remaining Contractual Life (in years)	Aggregate Intrinsic Value
Outstanding and exercisable at July 28, 2024	358,125	\$ 10.33	2.08	\$ 5,476

NOTE 10 - INCOME TAXES

We calculate our provision for income taxes at the end of each interim reporting period on the basis of an estimated annual effective tax rate adjusted for tax items that are discrete to each period. The table below sets forth the primary reasons that our effective income tax rates differed from the U.S. statutory tax rates in effect during the three and nine-month periods ended July 28, 2024 and July 30, 2023.

Reporting Period	U.S. Statutory Tax Rates	Photronics Effective Tax Rates	Primary Reasons for Differences
Three months ended July 28, 2024	21.0%	22.7%	Non-recognition of the tax benefit of losses that, in certain jurisdictions, have been offset by valuation allowances, non-U.S. pre-tax income being taxed at higher statutory rates in the non-U.S. jurisdictions, and the establishment of uncertain tax positions in non-U.S. jurisdictions.
Three months ended July 30, 2023	21.0%	25.0%	Non-recognition of the tax benefit of losses that, in certain jurisdictions, have been offset by valuation allowances, non-U.S. pre-tax income being taxed at higher statutory rates in the non-U.S. jurisdictions, and the establishment of uncertain tax positions in non-U.S. jurisdictions.
Nine Months ended July 28, 2024	21.0%	25.4%	Non-recognition of the tax benefit of losses that, in certain jurisdictions, have been offset by valuation allowances, non-U.S. pre-tax income being taxed at higher statutory rates in the non-U.S. jurisdictions, and the establishment of uncertain tax positions in non-U.S. jurisdictions.
Nine Months ended July 30, 2023	21.0%	26.8%	Non-recognition of the tax benefit of losses that, in certain jurisdictions, have been offset by valuation allowances, non-U.S. pre-tax income being taxed at higher statutory rates in the non-U.S. jurisdictions, and the establishment of uncertain tax positions in non-U.S. jurisdictions.

Uncertain Tax Positions

Although the timing of reversal of uncertain tax positions may be uncertain, as they can be dependent upon the settlement of tax audits, we believe that the amount of uncertain tax positions (including interest and penalties, and net of tax benefits) that may be resolved over the next twelve months is immaterial. Resolution of these uncertain tax positions may result from either or both the lapses of statutes of limitations and tax settlements. We are no longer subject to tax authority examinations in the U.S., major foreign, or state tax jurisdictions for years prior to fiscal year 2018. The table below presents information on our unrecognized tax benefits as of the balance sheet dates.

	July 28, 2024	October 31, 2023
Unrecognized tax benefits related to uncertain tax positions	\$ 11,773	\$ 8,908
Unrecognized tax benefits that, if recognized, would impact the effective tax rate	\$ 11,773	\$ 8,908
Accrued interest and penalties related to uncertain tax positions	\$ 922	\$ 576

NOTE 11 - EARNINGS PER SHARE

The following sets forth the computation of basic and diluted earnings per share:

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Net income attributable to Photonics, Inc. shareholders	\$ 34,388	\$ 26,959	\$ 96,819	\$ 80,874
Effect of dilutive securities	-	-	-	-
Earnings used for diluted earnings per share	\$ 34,388	\$ 26,959	\$ 96,819	\$ 80,874
Weighted-average common shares computations:				
Weighted-average common shares used for basic earnings per share	61,815	61,233	61,681	61,089
Effect of dilutive securities:				
Share-based payment awards	599	741	688	561
Potentially dilutive common shares	599	741	688	561
Weighted-average common shares used for diluted earnings per share	62,414	61,974	62,369	61,650
Basic earnings per share	\$ 0.56	\$ 0.44	\$ 1.57	\$ 1.32
Diluted earnings per share	\$ 0.55	\$ 0.44	\$ 1.55	\$ 1.31

The table below illustrates the outstanding weighted-average share-based payment awards that were excluded from the calculation of diluted earnings per share because their exercise price exceeded the average market value of the common shares for the period or, under application of the treasury stock method, they were otherwise determined to be antidilutive.

	Three Months Ended		Nine Months Ended	
	July 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Share-based payment awards	551	-	264	178
Total potentially dilutive shares excluded	551	-	264	178

NOTE 12 - COMMITMENTS AND CONTINGENCIES

As of July 28, 2024, we had commitments outstanding for capital expenditures of approximately \$129.7 million, primarily for purchases of high-end equipment.

In May 2022, we were informed of a customs audit in one of our China operations. We estimated a contingency ranging from \$2.2 million to \$3.7 million, which included unpaid additional customs duties and related interest and penalties for the previous three years (the period under audit). In the three-month period ended May 1, 2022, we recorded a contingent loss of \$2.2 million, as we believed this was the most likely outcome. The \$2.2 million amount was recorded with a charge to Cost of goods sold in the condensed consolidated statements of income and Accrued liabilities in the condensed consolidated balance sheets. In November 2022, upon settlement of the audit, we reversed \$1.0 million of the accrual.

We are subject to various other claims that arise in the ordinary course of business. We believe that our potential liability under such claims, individually or in the aggregate, will not have a material effect on our consolidated financial statements.

NOTE 13 - CHANGES IN ACCUMULATED OTHER COMPREHENSIVE (LOSS) INCOME BY COMPONENT

The following tables set forth the changes in our accumulated other comprehensive (loss) income by component (net of tax of \$0) for the three and nine-month periods ended July 28, 2024 and July 30, 2023.

Three Months Ended July 28, 2024

	Foreign Currency		
	Translation Adjustments	Other	Total
Balance at April 28, 2024	\$ (95,271)	\$ (661)	\$ (95,932)
Other comprehensive (loss) income	(6,114)	48	(6,066)
Other comprehensive (loss) income attributable to noncontrolling interests	1,534	(16)	1,518
Balance at July 28, 2024	\$ (99,851)	\$ (629)	\$ (100,480)

Three Months Ended July 30, 2023

	Foreign Currency		
	Translation Adjustments	Other	Total
Balance at April 30, 2023	\$ (58,790)	\$ (715)	\$ (59,505)
Other comprehensive (loss) income	(3,639)	80	(3,559)
Other comprehensive (loss) income attributable to noncontrolling interests	7,293	(24)	7,269
Balance at July 30, 2023	\$ (55,136)	\$ (659)	\$ (55,795)

Nine Months Ended July 28, 2024

	Foreign Currency		
	Translation Adjustments	Other	Total
Balance at October 31, 2023	\$ (88,044)	\$ (690)	\$ (88,734)
Other comprehensive (loss) income	(13,819)	103	(13,716)
Other comprehensive (loss) income attributable to noncontrolling interests	2,012	(42)	1,970
Balance at July 28, 2024	\$ (99,851)	\$ (629)	\$ (100,480)

Nine Months Ended July 30, 2023

	Foreign Currency		
	Translation Adjustments	Other	Total
Balance at October 31, 2022	\$ (97,790)	\$ (666)	\$ (98,456)
Other comprehensive income	47,068	91	47,159
Other comprehensive (loss) income attributable to noncontrolling interests	(4,414)	(84)	(4,498)
Balance at July 30, 2023	\$ (55,136)	\$ (659)	\$ (55,795)

NOTE 14 - SHARE REPURCHASE PROGRAMS

In September 2020, the Company's board of directors authorized the repurchase of up to \$100 million of its common stock, pursuant to one or more repurchase plans under Rule 10b5-1 of the Securities Act. The most recent 10b5-1 plan expired on September 15, 2022, and has not been renewed. The repurchase authorization by the board of directors has no expiration date, does not obligate us to acquire any common stock, and is subject to market conditions. There have been no shares repurchased for the three and nine-month periods ended July 28, 2024 and July 30, 2023. As of July 28, 2024, \$31.7 million was available under this authorization for the purchase of additional shares. All shares repurchased under the program have been retired.

On August 28, 2024, the board of directors authorized an increase to the Company's existing share repurchase program from the remaining \$31.7 million up to \$100 million. As of the date of this report, there were no additional shares repurchased under this program.

NOTE 15 - RECENT ACCOUNTING PRONOUNCEMENTS

Accounting Standards Updates to be Adopted

In December 2023, the FASB issued ASU 2023-09, "Income Taxes (Topic 740): Improvements to Income Tax Disclosures", to enhance the transparency and decision usefulness of income tax disclosures. The amendments in this Update related to the rate reconciliation and income taxes paid disclosures to improve the transparency of income tax disclosures by requiring (1) consistent categories and greater disaggregation of information in the rate reconciliation and (2) income taxes paid disaggregated by jurisdiction. The amendments allow investors to better assess, in their capital allocation decisions, how an entity's worldwide operations and related tax risks and tax planning and operational opportunities affect its income tax rate and prospects for future cash flows. The guidance in this Update will be effective for Photonics in its fiscal year 2026 Form 10-K, with early application of the amendments allowed. We are currently evaluating the effect the adoption of this ASU may have on our disclosures.

In November 2023, the FASB issued ASU 2023-07, "Segment Reporting (Topic 280): Improvements to Reportable Segment Disclosures", which improves reportable segment disclosure requirements, primarily through enhanced disclosures about significant segment expenses. The guidance in this Update is effective for Photonics in its fiscal year 2025 Form 10-K, with early adoption permitted. We are currently evaluating the effect the adoption of this ASU may have on our disclosures.

Item 2. MANAGEMENT’S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

Overview

Management’s discussion and analysis (“MD&A”) of the Company’s financial condition and results of operations should be read in conjunction with its condensed consolidated financial statements and related notes. Various sections of this MD&A contain forward-looking statements, all of which are presented based on current expectations, which may be adversely affected by uncertainties and risk factors (presented throughout this filing and in the Company’s Form 10-K for the fiscal year ended October 31, 2023), that may cause actual results to materially differ from these expectations. See “Forward-Looking Statements”.

We sell substantially all of our photomasks to semiconductor designers and manufacturers, and manufacturers of FPDs. Photomask technology is also being applied to the fabrication of other higher-performance electronic products such as photonics, microelectronic mechanical systems, and certain nanotechnology applications. Our selling cycle is tightly interwoven with the development and release of new semiconductor and display designs and applications, particularly as they relate to the semiconductor industry’s migration to more advanced product innovation, design methodologies, and fabrication processes. The demand for photomasks primarily depends on design activity rather than sales volumes from products manufactured using photomask technologies. Consequently, an increase in semiconductor or display sales does not necessarily result in a corresponding increase in photomask sales. However, the reduced use of customized ICs, reductions in design complexity, other changes in the technology or methods of manufacturing or designing semiconductors, or a slowdown in the introduction of new semiconductor or display designs could reduce demand for photomasks – even if the demand for semiconductors and displays increases. Advances in semiconductor, display, and photomask design and production methods that shift the burden of achieving device performance away from lithography could also reduce the demand for photomasks. Historically, the microelectronics industry has been volatile, experiencing periodic downturns and slowdowns in design activity. These negative trends have been characterized by, among other things, diminished product demand, excess production capacity, and accelerated erosion of selling prices, with a concomitant effect on revenue and profitability.

We are typically required to fulfill customer orders within a short period of time, sometimes within twenty-four hours. This has historically resulted in a minimal level of backlog, typically two to three weeks of backlog for FPD photomasks and one to two weeks for IC photomasks. However, due to market dynamics over the last two years, the demand for some IC photomasks had expanded beyond the industry’s capacity to supply them within the traditional time period; thus, for some products, the backlog had expanded to as long as two to three months. More recently however, while supply and demand balance generally remains favorable for our products, backlogs for most high demand products have normalized to more manageable levels of less than a month.

The global semiconductor and FPD industries are driven by end markets which have been closely tied to consumer-driven applications of high-performance devices, including, but not limited to, mobile display devices, mobile communications, and computing solutions. While we cannot predict the timing of the industry’s transition to volume production of next-generation technology nodes, or the timing of up and down-cycles with precise accuracy, we believe that such transitions and cycles will continue into the future, beneficially and adversely affecting our business, financial condition, and operating results as they occur. We believe our ability to remain successful in these environments is dependent upon the achievement of our goals of being a service and technology leader and efficient solutions supplier, which we believe should enable us to continually reinvest in our global infrastructure.

Results of Operations**Three Months Ended July 28, 2024**

The following table presents selected operating information expressed as a percentage of revenue. The columns may not foot due to rounding.

	Three Months Ended			Nine Months Ended	
	July 28, 2024	April 28, 2024	July 30, 2023	July 28, 2024	July 30, 2023
Revenue	100.0%	100.0%	100.0%	100.0%	100.0%
Cost of goods sold	64.4	63.5	61.3	63.7	62.2
Gross profit	35.6	36.5	38.7	36.3	37.8
Operating expenses:					
Selling, general, and administrative	9.2	8.8	8.0	8.8	7.9
Research and development	1.7	2.0	1.6	1.8	1.5
Operating income	24.7	25.8	29.1	25.7	28.3
Other operating income (expense), net	4.8	9.5	(0.4)	4.2	(0.3)
Income before income tax provision	29.5	35.3	28.7	29.9	28.1
Income tax provision	6.7	9.3	7.2	7.6	7.5
Net income	22.8	26.0	21.5	22.3	20.5
Net income attributable to noncontrolling interests	6.5	9.3	9.5	7.3	8.4
Net income attributable to Photronics, Inc. shareholders	16.3%	16.7%	12.0%	15.0%	12.2%

Note: All tabular comparisons included in the following discussion, unless otherwise indicated, are for the three months ended July 28, 2024 (Q3 FY24), April 28, 2024 (Q2 FY24), and July 30, 2023 (Q3 FY23) and for the nine months ended July 28, 2024 (YTD FY24) and July 30, 2023 (YTD FY23).

Revenue

Our quarterly revenues can be affected by the seasonal purchasing practices of our customers. As a result, demand for our products is typically reduced during the first quarter of our fiscal year by the North American, European, and Asian holiday periods, as some of our customers reduce their development and, consequently, their buying activities during those periods.

The following tables present changes in disaggregated revenue in Q3 FY24 from revenue in prior reporting periods. The columns may not foot due to rounding.

Quarterly and YTD Changes in Revenue by Product Type

	Q3 FY24 compared with Q2 FY24			Q3 FY24 compared with Q3 FY23		YTD FY24 compared with YTD FY23		
	Revenue in Q3 FY24	Increase (Decrease)	Percent Change	Increase (Decrease)	Percent Change	Revenue in YTD FY24	Increase (Decrease)	Percent Change
IC								
High-end*	\$ 49.5	\$ (8.5)	(14.7)%	\$ 4.2	9.2%	\$ 168.4	\$ 31.2	22.7%
Mainstream	106.4	3.5	3.4%	(11.4)	(9.7)%	306.0	(43.6)	(12.5)%
Total IC	\$ 155.9	\$ (5.0)	(3.1)%	\$ (7.2)	(4.4)%	474.4	\$ (12.4)	(2.5)%
FPD								
High-end*	\$ 48.4	\$ 0.4	0.9%	\$ (1.6)	(3.2)%	147.0	\$ (0.6)	(0.4)%
Mainstream	6.7	(1.4)	(17.2)%	(4.4)	(39.5)%	22.9	(7.3)	(24.2)%
Total FPD	\$ 55.1	\$ (1.0)	(1.7)%	\$ (6.0)	(9.8)%	169.9	\$ (7.9)	(4.4)%
Total Revenue	\$ 211.0	\$ (6.0)	(2.8)%	\$ (13.2)	(5.9)%	644.3	\$ (20.3)	(3.1)%

* High-end photomasks typically have higher average selling prices (ASPs) than mainstream products.

*Quarterly and YTD Changes in Revenue by Geographic Origin***

	Q3 FY24 compared with Q2 FY24			Q3 FY24 compared with Q3 FY23		YTD FY24 compared with YTD FY23		
	Revenue in Q3 FY24	Increase (Decrease)	Percent Change	Increase (Decrease)	Percent Change	Revenue in YTD FY24	Increase (Decrease)	Percent Change
Taiwan	\$ 68.2	\$ (7.2)	(9.6)%	\$ (13.4)	(16.4)%	\$ 218.6	\$ (19.1)	(8.0)%
China	55.3	(3.4)	(5.8)%	(6.7)	(10.9)%	172.1	(14.1)	(7.6)%
Korea	38.4	(0.9)	(2.2)%	(2.4)	(5.9)%	118.0	(2.0)	(1.7)%
United States	38.8	5.6	16.6%	9.1	30.8%	104.9	12.9	13.9%
Europe	9.8	(0.2)	(1.7)%	0.2	2.3%	29.4	2.1	7.8%
Other	0.5	0.1	34.0%	-	(1.8)%	1.3	(0.1)	(7.5)%
Total	\$ 211.0	\$ (6.0)	(2.8)%	\$ (13.2)	(5.9)%	644.3	\$ (20.3)	(3.1)%

** This table disaggregates revenue by the location in which it was earned.

Revenue in Q3 FY24 was \$211.0 million, representing a decrease of 2.8% compared with Q2 FY24 and a decrease of 5.9% from Q3 FY23. The decrease is mainly due to select regional and end-use customer order patterns, and market demand softness in some segments.

IC photomask revenue decreased by 3.1% compared with Q2 FY24. The decrease from Q2 FY 24 was primarily as a result of lower demand from Asia foundries. IC photomask revenue decreased by 4.4% compared to Q3 FY23 as increased high-end demand was more than offset by decreased mainstream demand.

FPD revenue decreased 1.7% compared with Q2 FY24, and 9.8% compared with Q3 FY23. The decrease was primarily due to continued soft design activity on legacy mainstream technology, and lower mobile display demand in our high-end products. We continue to believe that strong demand for AMOLED photomasks will continue, as AMOLED is moving to larger form factors driving the need to collaborate on mask development.

On a YTD basis, IC revenue decreased 2.5% and FPD revenue decreased 4.4%; both were due to soft demand in mainstream.

Gross Margin

	Q3 FY24	Q2 FY24	Percent Change	Q3 FY23	Percent Change	YTD FY24	YTD FY23	Percent Change
Gross profit	\$ 75.1	\$ 79.3	(5.3)%	\$ 86.8	(13.5)%	233.6	251.3	(7.0)%
Gross margin	35.6%	36.5%		38.7%		36.3%	37.8%	

Gross margin decreased by 90 basis points in Q3 FY24, from Q2 FY24, primarily as a result of the decline in revenue and its effect on operating leverage. Material costs decreased 3.9% from Q2 FY24 and decreased by 27 basis points as a percentage of revenue. Labor cost decreased 6.0% from Q2 FY24 and decreased by 38 basis points as a percentage of revenue. Equipment and other overhead costs increased 2.5 % from Q2 FY24 and increased by 151 basis points as a percentage of revenue.

Gross margin decreased by 310 basis points in Q3 FY24, from Q3 FY23, primarily as a result of the decrease in revenue and its effect on operating leverage. Material costs decreased 6.2% from Q3 FY23 and decreased by 8 basis points as a percentage of revenue. Labor costs decreased 5.2% from Q3 FY23, but as a percent of revenue, increased by 8 basis points as a result of lower revenue in the current quarter. Equipment and other overhead costs increased 4.9% from Q3 FY23 and increased by 303 basis points as a percentage of revenue.

Gross margin decreased by 150 basis points in YTD FY24, from YTD FY23, primarily as a result of the decrease in revenue and its effect on operating leverage. Material costs decreased 3.3% from YTD FY23 and decreased by 7 basis points as a percentage of revenue. Labor costs decreased 0.8 % from YTD FY23, but increased by 26 basis points as a percentage of revenue. Equipment and other overhead costs rose 1.8% and increased by 135 basis points as a percentage of revenue. Increased depreciation expense, partially offset by decreased outsourced manufacturing were the most significant contributors to the net increase in equipment and other overhead costs.

Selling, General, and Administrative Expenses

Selling, general, and administrative expenses were \$19.4 million in Q3 FY24, compared with \$19.0 million in Q2 FY24. The increase of \$0.4 million was primarily as a result of increased professional fees of \$1.0 million offset by a decrease in compensation and related expense of \$0.7 million. Selling, general, and administrative expenses increased \$1.4 million in Q3 FY24, from \$18.0 million in Q3 FY23, primarily as a result of increased professional fees of \$1.3 million offset by a decrease in compensation and related expense of \$0.6 million.

Selling, general, and administrative expenses increased \$4.1 million in YTD FY24 to \$56.8 million, compared with \$52.7 million in YTD FY23. The increase was primarily driven by higher compensation and related expense of \$1.8 million, with the remaining difference mainly due to increase in professional service fees.

Research and Development Expenses

Research and development expenses primarily consist of development and qualification efforts related to process technologies for high-end IC and FPD applications, were \$3.6 million in Q3 FY24, \$4.3 million in Q2 FY24, and \$3.5 million in Q3 FY23. The decrease of \$0.7 million from Q2 FY24 to Q3 FY24 was mainly due to the reduced research and development activities in the U.S.

Research and development expenses increased by \$1.0 million in YTD FY24 to \$11.3 million, compared with \$10.3 million in YTD FY23. The increase was driven by the expansion of development activities in the U.S. and Taiwan.

Non-operating Income (Expense)

	Q3 FY24	Q2 FY24	Q3 FY23	YTD FY24	YTD FY23
Foreign currency transactions impact, net	\$ 4.1	\$ 14.8	\$ (4.5)	9.9	\$ (10.8)
Interest expense, net	(0.1)	(0.1)	(0.1)	(0.3)	(0.3)
Interest income and other income (expense), net	6.1	5.8	3.7	17.3	9.3
Non-operating income (expense), net	\$ 10.1	\$ 20.5	\$ (0.9)	26.9	\$ (1.8)

Non-operating income (expense) decreased \$10.4 million to \$10.1 million in Q3 FY24, compared with \$20.5 million in Q2 FY24, primarily due to foreign currency transactions impact, net, driven by unfavorable movements of the U.S. dollar against the New Taiwan Dollar and the South Korean won. Non-operating income (expense) increased \$11.0 million compared with Q3 FY23, primarily due to foreign currency transaction impact, net, driven by favorable movements of the U.S. dollar against the South Korean won and the RMB.

Interest income and other income (expense), net, of \$6.1 million in Q3 FY24 increased \$0.3 million from \$5.8 million in Q2 FY24, and increased \$2.4 million from \$3.7 million in Q3 FY23, both driven by an increase in time deposits with higher interest rates.

Non-operating income (expense) increased \$28.7 million to \$26.9 million in YTD FY24, compared with \$(1.8) million in YTD FY23, primarily due to foreign currency transactions impact, net, driven by favorable movements of the U.S. dollar against the South Korean won and the New Taiwan Dollar.

Interest income and other income (expense), net, increased to \$17.3 million in YTD FY24, compared with \$9.3 million in YTD FY23, primarily due to an increase in time deposits with higher interest rates.

Income Tax Provision

	<u>Q3 FY24</u>	<u>Q2 FY24</u>	<u>Q3 FY23</u>	<u>YTD FY24</u>	<u>YTD FY23</u>
Income tax provision	\$ 14.1	\$ 20.2	\$ 16.1	\$ 49.0	\$ 50.0
Effective income tax rate	22.7%	26.4%	25.0%	25.4%	26.8%

The effective income tax rate is sensitive to the jurisdictional mix of earnings, due in part to the non-recognition of tax benefits on losses in jurisdictions with valuation allowances where the tax benefits of the losses are not available.

The effective income tax rate decrease in Q3 FY24, compared with Q2 FY24, is primarily due to changes in the jurisdictional mix of earnings and a decrease in foreign taxes in Q3 FY24.

The effective income tax rate decrease in Q3 FY24, compared with Q3 FY23, is primarily due to changes in the jurisdictional mix of earnings.

The effective income tax rate decrease in YTD FY24 compared with YTD FY23, is primarily due to changes in the jurisdictional mix of earnings.

On a periodic basis the Company evaluates its deferred tax assets for realizability. Based upon the review of all positive and negative evidence, as of July 28, 2024, we continue to have a valuation allowance on certain federal, state, and foreign deferred tax assets in jurisdictions where we do not expect to utilize certain tax attributes. The impact of releasing some or all of such valuation allowance in a future period could be material in the period in which such release occurs.

Net Income Attributable to Noncontrolling Interests

Net income attributable to noncontrolling interests was \$13.8 million in Q3 FY24, compared with \$20.1 million in Q2 FY24, and \$21.3 million in Q3 FY23. The decrease from Q2 FY24 and Q3 FY23 to Q3 FY24 resulted from decreased net income at our joint ventures. Net income attributable to noncontrolling interest was \$46.8 million in YTD FY24, compared with \$55.6 million in YTD FY23 as a result of decreased net income at our joint ventures.

Liquidity and Capital Resources

Cash and cash equivalents were \$537.3 million and \$499.3 million as of July 28, 2024, and October 31, 2023, respectively. As of July 28, 2024, total cash and cash equivalents included \$502.0 million held by foreign subsidiaries. Our primary sources of liquidity are our cash on hand and cash we generate from operations. In addition, we currently have \$69.0 million in short-term investments and approximately \$27.6 million of borrowing capacity in China, to support local operations. See Note 7 to the condensed consolidated financial statements for additional information on our outstanding debt and currently available financing.

We continually evaluate alternatives for efficiently funding our capital expenditures and ongoing operations. These reviews may result in our engagement in a variety of investing and financing transactions, in the transfer of cash among subsidiaries, and/or the repatriation of cash to the U.S. The transfer of funds among subsidiaries could be subject to foreign withholding taxes; in certain jurisdictions, repatriation of these funds to the U.S. may subject them to U.S. state income taxes and/or local country withholding taxes. We believe that our liquidity, including available financing, is sufficient to meet our requirements through the next twelve months and thereafter for the foreseeable future. Through the utilization of our existing liquidity, cash we generate from operations, short-term investments, and (potentially) our borrowing capacity under our financing arrangement, we plan to continue to invest in our business, with our investments targeted to align with our customers' technology road maps. We may also elect to use our cash to reduce our debt through early repayments. In addition, we stand ready to invest in mergers, acquisitions, or strategic partnerships, should a suitable opportunity arise.

We estimate capital expenditures for full year FY24 will be \$130 million; these investments will be targeted towards high-end and mainstream IC capacity and efficiency and enable us to support our customers' near-term demands. As of July 28, 2024, we had outstanding capital commitments of approximately \$129.7 million and recognized liabilities related to capital equipment purchases of approximately \$10.2 million. Although payment timing could vary, primarily as a result of the timing of tool delivery, installation, and testing, we currently estimate that we will fund \$109.0 million of our total \$139.9 million committed and recognized obligations for capital expenditures over the next twelve months.

In September 2020, the Company's board of directors authorized the repurchase of up to \$100 million of its common stock, pursuant to one or more repurchase plans under Rule 10b5-1 of the Securities Act. This authorization does not obligate the Company to repurchase any dollar amount or number of shares of common stock. The most recent 10b5-1 plan under this authorization expired on September 15, 2022, and has not been renewed. As of July 28, 2024, our current share repurchase program had approximately \$31.7 million remaining under its authorization.

On August 28, 2024, the board of directors authorized an increase to the Company's existing share repurchase program from the remaining \$31.7 million up to \$100 million. As of the date of this report, there were no additional shares repurchased under this program.

As discussed in Note 6 to the condensed consolidated financial statements, DNP, the noncontrolling interest in our China-based joint venture, has, under certain circumstances, the right to put its interest in the joint venture to Photronics, or to purchase our interest in the joint venture. Under all such circumstances, the sale of DNP's interest would be at its ownership percentage of the joint venture's net book value, with closing to take place within three business days of obtaining required approvals and clearance. As of the date of issuance of this report, DNP had not indicated its intention to exercise this right. As of July 28, 2024, Photronics and DNP each had net investments in this joint venture of approximately \$134.3 million.

Cash Flows

	YTD FY24	YTD FY23
Net cash provided by operating activities	\$ 193.1	\$ 195.6
Net cash used in investing activities	\$ (142.1)	\$ (64.2)
Net cash used in financing activities	\$ (6.4)	\$ (16.4)

Operating Activities: *Net cash provided by operating activities* reflects net income adjusted for certain non-cash items, including depreciation and amortization, share-based compensation, and the impacts of cash from changes in operating assets and liabilities. Net cash provided by operating activities decreased \$2.5 million in YTD FY24, compared with YTD FY23.

Investing Activities: *Net cash flows used in investing activities* increased \$77.9 million in YTD FY24, compared to YTD FY23, primarily driven by an increase of purchases of short-term investments of \$90.7 million and purchases of property, plant, and equipment of \$8.9 million, and partially offset by proceeds from maturities of short-term investments of \$22.2 million.

Financing Activities: *Net cash used in financing activities* decreased by \$10.0 million in YTD FY24, compared to YTD FY23, primarily due to decreased debt repayments of \$11.9 million.

The increase in our cash balance from YTD FY23 was unfavorably impacted by the effects of exchange rate changes in the amount of \$6.5 million in YTD FY24, which was less than the \$13.8 million favorable impact of exchange rate changes on our cash balance in YTD FY23.

Non-GAAP Financial Measures

Non-GAAP Net Income attributable to Photronics, Inc. shareholders and non-GAAP earnings per share are “non-GAAP financial measures” as such term is defined by Regulation G of the Securities and Exchange Commission, and may differ from similarly named non-GAAP financial measures used by other companies. The financial tables below reconcile Photronics, Inc. financial results under GAAP to non-GAAP financial information. We believe these non-GAAP financial measures that exclude certain items are useful for analysts and investors to evaluate our future on-going performance because they enable a more meaningful comparison of our projected performance with our historical results. These non-GAAP metrics are not a measure of consolidated operating results under U.S. GAAP and should not be considered as an alternative to Net income (loss), Net income (loss) per share, or any other measure of consolidated results under U.S. GAAP. The items excluded from these non-GAAP metrics, but included in the calculation of their closest GAAP equivalent, are significant components of the condensed consolidated statement of income and must be considered in performing a comprehensive assessment of overall financial performance.

The following table reconciles *GAAP to Non-GAAP Income* at the balance sheet dates. The columns may not foot due to rounding.

	Three Months ended		
	July 28, 2024	April 28, 2024	July 30, 2023
Reconciliation of GAAP to Non-GAAP Net Income:			
GAAP Net Income attributable to Photronics, Inc. shareholders	\$ 34,388	\$ 36,251	\$ 26,959
FX (gain) loss	(4,068)	(14,766)	4,543
Estimated tax effects of FX (gain) loss	914	3,743	(1,193)
Estimated noncontrolling interest effects of above	681	3,489	1,328
Non-GAAP Net Income attributable to Photronics, Inc. shareholders	<u>\$ 31,915</u>	<u>\$ 28,717</u>	<u>\$ 31,637</u>
Weighted-average number of common shares outstanding - Diluted	<u>62,414</u>	<u>62,409</u>	<u>61,974</u>
Reconciliation of GAAP to Non-GAAP Earnings per Share:			
GAAP diluted earnings per share	\$ 0.55	\$ 0.58	\$ 0.44
Effects of non-GAAP adjustments above	(0.04)	(0.12)	0.07
Non-GAAP diluted earnings per share	<u>\$ 0.51</u>	<u>\$ 0.46</u>	<u>\$ 0.51</u>

Business Outlook

Our current business outlook and guidance was provided in the Photonics Q3 FY24 earnings release, earnings presentation, and financial results conference call, but is not incorporated herein. These can be accessed in the investor section of our website - www.photonics.com. Information included on our website is not incorporated into this Form 10-Q.

Our future results of operations and the other forward-looking statements contained in this filing and in the Photonics Q3 FY24 earnings release, and the related financial results conference call and earnings presentation involve a number of risks and uncertainties, some of which were discussed in Part I, Item 1A of our Form 10-K for the fiscal year ended October 31, 2023. A number of other unforeseeable factors could cause actual results to differ materially from our expectations.

Critical Accounting Estimates

Please refer to Part II, Item 7 of our Form 10-K for the fiscal year ended October 31, 2023 for discussion of our critical accounting estimates. There have been no changes to our critical accounting estimates since the filing of our Form 10-K for the fiscal year ended October 31, 2023.

Item 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

Foreign Currency Exchange Rate Risk

We conduct business in several major international currencies throughout our worldwide operations, and our financial performance may be affected by fluctuations in the exchange rates of these currencies. Changes in exchange rates can positively or negatively affect our reported revenue, operating income, assets, liabilities, and equity. The functional currencies of our Asian subsidiaries are the South Korean won, the New Taiwan dollar, the RMB, and the Singapore dollar. The functional currencies of our European subsidiaries are the British pound and the euro. In addition, we engage in transactions in, and have exposures to, the Japanese yen.

We attempt to minimize our risk of foreign currency transaction losses by producing products in the same country in which the products are sold (thereby generating revenues and incurring expenses in the same currency), and by managing our working capital. However, in some instances, we sell products in a currency other than the functional currency of the country where it was produced, or purchase products in a currency that differs from the functional currency of the purchasing entity. We may also enter into derivative contracts to mitigate our exposure to foreign currency fluctuations when we have a significant purchase obligation, or a significant receivable denominated in a currency that differs from the functional currency of the transacting subsidiary. We do not enter into derivatives for speculative purposes. There can be no assurance that this approach will protect us from the need to recognize significant foreign currency transaction gains and losses, especially in the event of a significant adverse movement in the value of any foreign currency in which we conduct business against any of our functional currencies, including the U.S. dollar.

Our primary net foreign currency exposures as of July 28, 2024, included the South Korean won, the Japanese yen, the New Taiwan dollar, the RMB, the Singapore dollar, the British pound sterling, and the euro. As of that date, a 10% adverse movement in the value of currencies different from the functional currencies of our subsidiaries would have resulted in a net unrealized pre-tax loss of \$57.7 million, which represents an increase of \$ 1.2 million from our exposure at April 28, 2024. Our most significant exposures at July 28, 2024, were exposures of the New Taiwan Dollar, the South Korean won, and the RMB to the U.S. dollar, which were, \$30.8 million, \$16.3 million, and \$8.0 million, respectively, at that date. We do not believe that a 10% change in the exchange rates of non-US dollar currencies, other than the aforementioned currencies and the Japanese yen, would have had a material effect on our July 28, 2024, condensed consolidated financial statements.

Interest Rate Risk

A 10% adverse movement in the interest rates on our variable rate borrowings would not have had a material effect on our July 28, 2024, condensed consolidated financial statements.

Item 4. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

We have established, and currently maintain, disclosure controls and procedures, as such term is defined in Rules 13a-15(e) and 15d-15(e) of the Exchange Act, designed to provide reasonable assurance that information required to be disclosed in reports filed under the Exchange Act, is recorded, processed, summarized, and reported within the time periods specified in the SEC rules and forms, and that such information is accumulated and communicated to management, including our chief executive officer and chief financial officer, as appropriate, to allow for timely decisions regarding required disclosure. In designing and evaluating disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures.

Our management, under the supervision and with the participation of our chief executive officer and chief financial officer, evaluated the effectiveness of the design and operation of our disclosure controls and procedures as of the end of the period covered by this report. Based upon that evaluation, our chief executive officer and chief financial officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There were no changes in our internal control over financial reporting during the third fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION**Item 1. LEGAL PROCEEDINGS**

Please refer to Note 12 within Item 1 of this report for information on legal proceedings involving the Company.

Item 1A. RISK FACTORS

There have been no material changes to our risk factors as set forth in “Item 1A. Risk Factors” in our Form 10-K for the fiscal year ended October 31, 2023.

Item 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS**Issuer Purchases of Equity Securities**

In September 2020, the Company’s board of directors authorized the repurchase of up to \$100 million of its common stock, pursuant to a repurchase plan under Rule 10b5-1 of the Securities Act. The share repurchase program commenced on September 16, 2020, and all shares repurchased under this program were retired. The following table provides information relating to the Company’s repurchase of common stock for the third fiscal quarter of 2024. This table excludes shares repurchased to settle employee tax withholding related to the vesting of stock awards.

	Total Number of Shares Purchased	Average Price Paid Per share	Total Number of shares Purchased as Part of Publicly Announced Program	Dollar Value of Shares That May Yet Be Purchased (in millions)
April 29, 2024 – May 26, 2024	-	-	-	\$ 31.7
May 27, 2024 – June 23, 2024	-	-	-	\$ 31.7
June 24, 2024 – July 28, 2024	-	-	-	\$ 31.7
Total	-	-	-	-

On August 28, 2024, the board of directors authorized an increase to the Company’s existing share repurchase program from the remaining \$31.7 million up to \$100 million. As of the date of this report, there were no additional shares repurchased under this program

Certain lease arrangements include limitations on the amounts of dividends we may pay. Please refer to Note 7 of the condensed consolidated financial statements for information on these limitations.

Item 3. DEFAULTS UPON SENIOR SECURITIES

Not applicable

Item 4. MINE SAFETY DISCLOSURES

Not applicable

Item 5. OTHER INFORMATION**Securities Trading Plans of Directors and Executive Officers**

During the fiscal quarter ended July 28, 2024, no officers or directors, as defined in Rule 16a-1(f), adopted and/or terminated a “Rule 10b5-1 trading arrangement” or a “non-Rule 10b5-1 trading arrangement,” as defined in Item 408 of Regulation S-K, during the last fiscal quarter

Item 6. EXHIBITS

<u>Exhibit Number</u>	<u>Description</u>	<u>Incorporated by Reference</u>			<u>Filed or Furnished Herewith</u>
		<u>Form</u>	<u>Exhibit</u>	<u>Filing Date</u>	
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a)/15d-14(a) of the Exchange Act, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.				X
32.1	Certification of Chief Executive Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
32.2	Certification of Chief Financial Officer pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.				X
101.INS	Inline XBRL Instance Document (the instance document does not appear in the Interactive Data File because its XBRL tags are embedded within the Inline XBRL document)				X
101.SCH	Inline XBRL Taxonomy Extension Schema Document				X
101.CAL	Inline XBRL Taxonomy Extension Calculation Linkbase Document				X
101.DEF	Inline XBRL Taxonomy Extension Definition Linkbase Document				X
101.LAB	Inline XBRL Taxonomy Extension Label Linkbase Document				X
101.PRE	Inline XBRL Taxonomy Extension Presentation Linkbase Document				X
104	Cover Page Interactive Data File (formatted as inline XBRL and contained in Exhibit 101)				X

SIGNATURES

Pursuant to the requirements of the Exchange Act, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Photronics, Inc.
(Registrant)

By: /s/ ERIC RIVERA
ERIC RIVERA
Chief Financial Officer,
(Principal Financial Officer
/Principal Accounting Officer)

Date: September 5, 2024

EXHIBIT 31.1

I, Frank Lee, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Photronics, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ FRANK LEE

Frank Lee
Chief Executive Officer
September 5, 2024

EXHIBIT 31.2

I, Eric Rivera, certify that:

1. I have reviewed this quarterly report on Form 10-Q of Photronics, Inc.
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report.
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

/s/ ERIC RIVERA

Eric Rivera
Chief Financial Officer
September 5, 2024

EXHIBIT 32.1

Section 1350 Certification of the Chief Executive Officer

I, Frank Lee, Chief Executive Officer of Photonics, Inc. (the "Company"), certify, to my knowledge, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Quarterly Report on Form 10-Q of the Company for the quarter ended July 28, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

The foregoing certification is being furnished pursuant to 18 U.S.C. § 1350 and will not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

/s/ FRANK LEE

Frank Lee
Chief Executive Officer
September 5, 2024

EXHIBIT 32.2**Section 1350 Certification of the Chief Financial Officer**

I, Eric Rivera, Chief Financial Officer of Photonics, Inc. (the "Company"), certify, to my knowledge, pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) The Quarterly Report on Form 10-Q of the Company for the quarter ended July 28, 2024 (the "Report") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

The foregoing certification is being furnished pursuant to 18 U.S.C. § 1350 and will not be deemed "filed" for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section. Such certification will not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference.

/s/ ERIC RIVERA

Eric Rivera
Chief Financial Officer
September 5, 2024
